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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
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TPG Troy LLC,	:
	:
Debtor.	:
-----X	
In re	:
	:
T3 Troy LLC,	:
	:
Debtor.	:
-----X	

Chapter 7 (Dismissed)
Case No. 12-14965 (MG)
Chapter 7 (Dismissed)
Case No. 12-14966 (MG)

**SECOND DECLARATION OF MICHELE L. ANGELL IN FURTHER
SUPPORT OF MOTION OF TPG TROY LLC AND T3 TROY LLC FOR
ATTORNEYS' FEES, COSTS AND DAMAGES PURSUANT TO 11 U.S.C. § 303(i)**

Michele L. Angell, an attorney duly admitted to the practice of law, declares under the penalty of perjury, that the following is true to the best of my knowledge:

1. I am an attorney at law admitted to practice in the State of New York and am associated with the law firm of Kasowitz, Benson, Torres & Friedman LLP ("KBT&F"), whose principal office is located at 1633 Broadway, New York, New York 10019. KBT&F is counsel for the prevailing putative debtors TPG Troy LLC and T3 Troy LLC (the "Troy Entities") in the above-captioned involuntary cases, which the Court dismissed on May 9, 2013.

2. I respectfully submit this Declaration in further support of the *Motion of TPG*

Troy LLC and T3 Troy LLC for Attorneys' Fees, Costs and Damages Pursuant to 11 U.S.C. § 303(i), filed on May 30, 2013 [Docket Nos. 46, 48] (the "Sanctions Motion"), in accordance with the Court's instruction at the hearing held on the Sanctions Motion on June 28, 2013 (the "Sanctions Hearing"). Capitalized terms used in this Declaration and not otherwise defined shall have the meanings ascribed to them in the Sanctions Motion.

3. Attached hereto as Exhibit A are true and correct copies of (i) a chart prepared by KBT&F's accounting staff summarizing fees and expenses incurred in connection with the Involuntary Cases from May 30, 2013, through and including the Sanctions Hearing (the "Supplemental Time Period"), and, (ii) in chronological order, (a) time records, based on records kept by KBT&F attorneys and paraprofessionals in the ordinary course of business, detailing the time spent rendering services to the Troy Entities in connection with the Involuntary Cases during the Supplemental Time Period, followed by (b) expense records documenting KBT&F's out-of-pocket costs incurred in the Involuntary Cases during the Supplemental Time Period. In preparing Exhibit A, I have relied on the work of other attorneys and paraprofessionals at KBT&F in keeping their time and staff members of KBT&F's accounting department, and isolated expenses incurred in connection with the Involuntary Cases (as opposed to Prior Lawsuits) to the best extent I could reasonably ascertain.

4. Exhibit A has been redacted for the public docket. The Troy Entities will provide the Court with an unredacted copy of Exhibit A along with the Court's courtesy copy of this Declaration.

5. Exhibit A contains time and expenses from the Supplemental Time Period. KBT&F expects to incur additional fees and expenses in the Involuntary Cases, in connection with, among other things, opposing Petitioners' motion to withdraw the reference with respect to

the Sanctions Motion and defending Petitioners' appeal of the Dismissal Opinion. Moreover, due to a delay in billing by certain vendors and service providers utilized by KBT&F, additional out-of-pocket expenses may have been incurred through June 28, 2013 in connection with the Involuntary Cases, which may not yet be showing in KBT&F's accounting system.

Executed on the 12th day of July, 2013.


Michele L. Angell